

# TEXAS MEDICAL ASSOCIATION ALLIANCE

## BYLAWS

Amended May 2024

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## Article I. Name

The name of this organization shall be the Texas Medical Association Alliance (also referred to in these bylaws as TMA Alliance or the Alliance).

## Article II. Vision and Mission, Purposes, and Authority

### Section 1. Vision and Mission

The pursuit of the Alliance purposes will be guided by its Vision and Mission:

- Vision: Empowering physician families to build healthy communities across Texas.
- Mission: To connect and support physician families and build a healthy Texas through community outreach and advocacy.

### Section 2. Purposes

The purposes of the Alliance shall be:

- To assist the Texas Medical Association (also referred to as TMA) in those programs that improve the health and quality of life of Texans;
- To provide opportunities for member growth and development;
- To assist component local ~~county~~ organizations in defining and fulfilling the needs of their organizations and communities;
- To cultivate friendly relations and promote understanding among, and provide support for physicians' families; and
- To assist TMA in its health care advocacy efforts.

### Section 3. Authority

The Alliance shall be guided by the policies of the Texas Medical Association.

Article II, Section 1: Addition of recently adopted TMAA vision and mission.

Article II, Section 2: Language update as some alliances are no longer designated by county, such as the Lone Star Medical Alliance.

## Article III. Component and Affiliated Organizations

### Section 1. Federation

- A. The component local organizations (also referred to as local chapters, alliance chapters, or local alliances, etc.) ~~connected to county medical societies~~ shall be united to form the TMA Alliance.

- B. The TMA Alliance is ~~a constituent member of~~ affiliated with the American Medical Association Alliance.

Article III, Section 1

A. Language update to align with current organizational structure. The Lone Star Medical Alliance is not affiliated with a particular county medical society. And this change would allow alliances to be formed in areas where a county medical society does not exist. If Policies and Procedures Manual adopted, could add this language: Chapters are outlined in the TMAA Policies and Procedures Manual.

- **Staff:** used “local” for uniform use of terminology throughout (and noted descriptions as “chapters” or “local alliances”). Also, retained “Component” and “Affiliated” to reflect that the former describes local organizations while the latter describes AMAA.

B: Status/language update as TMAA is no longer a “constituent member” of AMAA.

Section 2. Bylaws

All component organizations may adopt their own bylaws, provided those bylaws do not conflict with the bylaws and purposes of the TMA Alliance.

~~Section 3. Geographical Regions~~

~~County organizations shall bear the same name and encompass the same area as county medical societies chartered by the Texas Medical Association.~~

Article III, Section 3: Delete to align with current practices as some local alliances no longer follow this.

Section 4. Chapters

~~A. Chapter organizations may be formed in a county area where neighboring counties have formed a joint medical society or in counties where medical society membership encompasses more than one city within the county. Large metro areas may form multiple Alliance chapters.~~

- ~~1. Membership shall be determined as provided in Article IV.~~
- ~~2. Petition for establishment of additional chapter organizations must be approved by the TMAA President and the Alliance Board of Directors.~~

~~B. APT (Alliance of Physicians in Training) chapters may be formed by student and resident physician spouse groups wherever they exist within the state of Texas. National membership dues, which are optional, are the responsibility of the individual member. Membership in an APT chapter shall not~~

~~preclude membership in a county alliance.~~

Article III, Section 4: Bylaws Task Force recommends moving this section to a TMAA Policies and Procedures Manual (see attached).

- **Staff:** Suggest combining and renaming existing “Standing Rules” with the contemplated “Policies and Procedures Manual,” so all of the supplemental governance provisions are located within one document.

## Article IV. Membership

### Section 1. Categories

The categories of membership shall be active and honorary life.

A. Active members shall be:

1. A spouse, ~~significant other~~, or partner of a physician or medical student who is TMA-eligible (also referred to as a “regular” member);
2. A physician or medical student who is TMA-eligible;
3. A TMA Alliance member who is ~~in good standing at the time of divorce~~ divorced from a physician and who has not remarried outside the profession; ~~or~~
4. A ~~widow or widower~~ widowed spouse of a TMA-eligible physician; or
5. A spouse or partner of a retired physician.

~~B. Any active members described in the above categories who reside in unorganized counties shall be designated as members at large.~~

C. Honorary life members shall be those whom the Board of Directors recommends for recognition because of their long and significant service to the TMA Alliance. The honor is conferred at the Annual Business Meeting following adoption by voting members at the meeting.

Article 4, Section 1: Add Supporting Member category (see C below).

A3: Clarify language, i.e., “in good standing,” and provide a clearer definition of a member who is divorced from a physician spouse.

A4: Better wording choice.

B: Align with creation of Lone Star Medical Alliance, i.e., TMAA no longer has a “members at large” designation. These members already fall under one of the active member categories.

**Staff:** Added “regular” member notation to align with description in Standing Rules; also suggested deletion of “significant other”, as Standing Rules only refer to spouse/partner; Also added “retired” category to align with Standing Rules.

### Section 2. Rights and Privileges

A. Active members shall:

1. Be represented in the Annual Business Meeting as provided in Article V;
  2. Be eligible to hold office and to serve as a voting member at the Annual Business Meeting.
- B. Honorary life members shall retain all rights and privileges held at the time honorary life membership was conferred.

### Section 3. Dues

#### A. Payment

Annual dues (~~county local~~ and state) shall be paid by all ~~members classified as regular, widowed, or retired active members.~~ Resident and medical student active members shall pay no dues. National honorary and state honorary life members shall be exempt from payment of state dues.

#### B. Amount

State dues for all members may be changed upon recommendation of the Board of Directors with adoption by voting members at the Annual Business Meeting.

#### C. Receipt

~~Dues shall be submitted to the Alliance by Jan. 1, with dues being delinquent March 31.~~  
Members who have not paid dues for the current year by March 31 will be dropped from membership until dues are paid in full.

#### Article IV, Section 3

3A: Language clarification because residents and students don't pay dues. And adding language about supporting members if Article IV, Section 1C is adopted.

3C: Language update to align with current practices.

**Staff:** suggested revisions for clarity and to align with the membership categories in Section 1 and the Standing Rules.

## Article V. Annual Business Meeting

### Section 1. Powers

The legislative powers of the Alliance shall be conducted at the Annual Business Meeting. The voting members attending the Annual Business Meeting shall transact all business of the Alliance not otherwise specifically stated in the bylaws.

### Section 2. Meeting & Quorum

The Annual Business Meeting shall convene annually. Thirty-five (35) voting members, ten (10) of whom shall be members of the Board of Directors, shall constitute a quorum at ~~any meeting of the Annual~~

Article V, Section 2: Language clean-up.

Business Meeting. A maximum of ten (10) members from each ~~county chapter~~ local alliance will be allowed to vote. If more than ten (10) members from a ~~county~~ local alliance (excluding those on the

Board of Directors) attend the Annual Business Meeting, the president of that ~~county~~ local alliance or its designee shall decide which ten (10) may vote.

## Article VI. Officers

The officers of the TMA Alliance shall be President, President-Elect, Vice President of Membership, Vice President-Elect of Membership, Vice President of Community Engagement, Vice President of Fiscal Affairs (Treasurer), Vice President-Elect of Fiscal Affairs, Vice President of Legislative Affairs, Vice President of Future Planning, Recording Secretary, and Parliamentarian. All shall be elected annually, except the Parliamentarian, who is an appointed officer, and the Vice President of Legislative Affairs, who is elected every two years.

### Section 1. Qualifications

- A. To be nominated for the office of TMAA President-Elect, a member shall have served at the state level for at least three (3) years. This service shall include chairing committees ~~and/or councils~~ in at least two areas (i.e., Membership, Fiscal Affairs, Legislative Affairs, Future Planning) and/or serving as an elected officer or appointed Board member. Should the need arise, the Nominating Committee shall have the discretion to consider other nominees with the necessary skill and knowledge for the office of President-Elect. Past or current service as TMAA President does not preclude a member from being nominated for the office of President-Elect.
- B. The Nominating Committee shall choose the nominee for Vice President of Future Planning from the returning members of the Future Planning Committee.

Article VI, Section 1: Language alignment if council/committee structure is merged and moved to TMAA Policy and Procedures Manual as recommended in Articles IX and X.

**Staff:** Made changes to align VP of Legislative Affairs with term described in Section 2. Also added language to clarify that a past president is not precluded from serving in that role again.

### Section 2. Term of Office

The term for all officers shall be one year and none shall serve more than one consecutive term except the Vice Presidents, who shall be eligible for nomination to a second term. The Vice President of Legislative Affairs, who serves a two-year term, shall begin his or her term in a non-legislative year. The Vice President-Elects of Membership and Fiscal Affairs shall become the Vice Presidents of Membership and Fiscal Affairs in the following year.

### Section 3. Duties of Officers

All officers shall be familiar with, be guided by, and adhere to the provisions of these bylaws and policies and procedures ~~standing rules, Alliance policy~~, in general, as well as specific guidelines pertaining to their offices.

### Section 4. Removal from Office

An elected officer may be removed from office for valid cause by majority vote of the Board of Directors.

## Article VII. Board of Directors

### Section 1. Composition

- A. The Board of Directors shall consist of:
  - 1. All officers as provided in Article VI,
  - 2. ~~Three to seven Resource Liaisons appointed by the President-Elect with consideration given to geographic diversity,~~
  - 3. The three members of the Advisory Committee,
  - 4. ~~The APT Representative,~~
  - 5. ~~The Chair of the Revisions and Guidelines Committee.~~
- B. Non-voting member(s) of the Board of Directors are the special advisor(s) to the President.

#### Article VII, Section 1

A2: Resource liaisons have historically served in a membership capacity and as members of the Membership Committee. To better align with how TMAA is currently functioning, Resource Liaisons would continue to serve under the auspices of the Membership Committee. They will remain an appointed position by the president-elect similar to other committee appointments, such as the Finance Committee.

A4: Removed due to difficulty in filling position. Moved to designated position on Membership Committee.

**Staff:** Note, in the new P&Ps, the standing Revisions and Guidelines Committee would be renamed the Bylaws Committee. However, it would be chaired by the President-Elect. So, as there would not be a separate individual serving in this role, A5 would be deleted.

**Staff:** Resource Liaisons removed from the Board and moved to designated positions on Membership Committee.

### Section 2. Quorum

A majority of the voting members of the Board shall constitute a quorum.

### Section 3. Meetings

- A. Regular meetings of the Board of Directors may be held at ALLMED, ~~fall conference, and winter meeting~~ and in conjunction with TMA conferences.
- B. Special meetings may be called by the president or upon written request of five voting members of the Board.

- C. The format of a meeting (i.e., in-person, hybrid, or virtual) shall be set by the president. ~~A virtual meeting may be held at the discretion of the board.~~

Article VII, Section 3

3A: Simplify language in the event TMA conference names change.

3C: Language update to align with current practice.

#### Section 4. Responsibilities

- A. The Board of Directors shall carry out the policies of the Alliance subject to:
1. The provisions of these bylaws;
  2. The resolutions and enactments of the Annual Business Meeting.
- B. The Board of Directors shall have the power and authority over the affairs of the Alliance during the interim between meetings of the Annual Business Meeting.
- C. The Board of Directors may transact business by electronic means when necessary. Any action taken by electronic ballot shall require a quorum and shall be duly recorded in the minutes of the next regular or special meeting of the Board.
- D. The Board of Directors shall have the authority to interpret these bylaws.
- E. The Board of Directors shall recommend items of business to the Annual Business Meeting ~~to be considered at ALLMED~~. Items of business submitted by component organizations for Board consideration must be received at least 30 days prior to a meeting of the Board of Directors.
- F. The Board of Directors shall have general charge of the funds and property of the Alliance.

Article VII, Section 4

4E: Language clean-up.

### Article VIII. Nominations, Elections, Appointments, and Vacancies

#### Section 1. Nominating Committee

- A. The Nominating Committee shall consist of seven members:
1. Four members shall be elected at large at the Annual Business Meeting.
  2. Three members shall be the three immediate Past Presidents with the most immediate Past President serving as chair.
  3. The Nominating Committee shall serve until the next committee is elected during the Annual Business Meeting the following year.
  4. No elected member of this committee shall serve two consecutive years.
  5. Nominations for Nominating Committee members shall be in writing, and TMAA staff must receive ~~written~~ confirmation by the nominee signifying consent to serve. Nominations shall be sent to the Alliance office prior to the Annual Business Meeting advertised deadline.
  6. Election of four committee members and four alternates shall take place at the Annual Business



Meeting. Results of the election shall be announced prior to the close of the meeting.

7. Additional nominations may be made from the floor so long as the person nominated is present or has given prior written consent.
  8. The election shall be by ballot and a plurality shall elect.
  9. If any Past President is unable to serve, the chair will appoint another Past President to serve as an alternate member of the committee.
- B. The Nominating Committee shall meet for the purpose of selecting a slate of officers to be presented to the Annual Business Meeting. The meeting of the Nominating Committee shall be held ~~at a time and place agreed upon by the full committee, but no later than October 31~~ no later than 90 days before the end of the term year.
1. A quorum shall be a full committee with alternates in place of members unable to participate.
  2. The committee shall strive to distribute the selection of qualified nominees and to obtain a representative slate.
  3. A nominee shall be presented for each elective office at the Annual Business Meeting.

Article VIII, Section 1, A5: Language clarification. Also, for ABM planning purposes, i.e., introduction of nominees includes photo, nominations must be received prior to the nomination deadline.

Article VIII, Section 1B: Align closer to the time board appointments are made and to the start of the term of office. Previously, TMAA board orientation occurred in January. Board orientation now occurs after ALLMED, when officers are elected.

## Section 2. Election of Officers for the Board of Directors

- A. Officers shall be elected and installed at the Annual Business Meeting.
- B. Nominations from the floor shall be allowed upon presentation of the written consent of the nominee.
- C. Election shall be by voice except where there is more than one nominee for an office, in which case the election shall be by ballot.

## Section 3. Appointments

All appointments shall be made by the President, except where otherwise stated in the bylaws. This includes TMAA appointments to positions with TMA and its related entities. Appointments are made during the President's term as President-Elect, to become effective at the time the President and other officers are installed ~~at the close of the Annual Business Meeting~~. The President may delegate appointment of some committee chairs to the Vice President under whom they will serve. The Vice

Article VIII, Section 3: Installation mentioned in Section 2A and it may occur at a time different than “the close of” the ABM.

**Staff:** added language to include TMA and related appointments.

Presidents shall consult with the President before making appointments, and in all cases the President has final responsibility for all appointments.

#### Section 4. Vacancies

- A. In the event of a vacancy in an elected office, with the exception of that of President, the current elected Nominating Committee shall fill the vacancy by submitting a nominee to the Board of Directors for approval.
- B. If for any reason the President is unable to complete the term to which elected, one of the immediate Past Presidents (in successive order as determined by the Nominating Committee) shall fill that office for the unexpired term.

#### Article IX. Councils

~~Each council shall serve as a conduit for ideas and a starting point for action in areas indicated by its name and specified in its guidelines. Meetings will be scheduled as needed, preferably prior to and at the place of meetings of the Board of Directors, with the President coordinating the schedule. All councils will report to the Board of Directors at each of its regularly scheduled meetings.~~

##### ~~Section 1. Council on Fiscal Affairs~~

~~This council shall be chaired by the Vice President of Fiscal Affairs and shall include, but not be limited to, the Vice President Elect of Fiscal Affairs, and representatives of the TMAA Student Loan Fund, TMAA Physicians Benevolent Fund Committee, TMA Board of Trustees' Educational Scholarship and Loan Committee, and the TMA Foundation.~~

##### ~~Section 2. Council on Legislative Affairs~~

~~This council shall be chaired by the Vice President of Legislative Affairs. Other members shall be the Alliance appointees to the TEXPAC Board and TEXPAC Alliance senatorial district chairs.~~

##### ~~Section 3. Council of County Presidents and Presidents Elect~~

~~This council shall be chaired by the TMA Alliance President. Other members are all presidents and presidents elect of the component county and chapter organizations.~~

##### ~~Section 4. Council on Future Planning~~

~~This council shall be chaired by the Vice President of Future Planning. Other members shall be the chairs of Bylaws/Guidelines Revisions, members of the Future Planning Committee, the Parliamentarian, and any members appointed by the President.~~

##### ~~Section 5. Council on Membership~~

~~This council shall be jointly chaired by the Vice Presidents of Membership. Other members shall be appointed by the President and shall include at least one APT member and the five Resource Liaisons.~~

##### ~~Section 6. Council of Past Presidents~~

- ~~A. This council shall be chaired by the chair of the Advisory committee (the immediate Past President).~~
- ~~B. Other members shall be all past state Presidents.~~
- ~~C. This council shall serve in an advisory capacity to preserve continuity in the organization and shall~~

~~serve as a resource of experience to Alliance leadership.~~

#### Section 7. Attendance at Council/Committee Meetings

~~Members of councils/committees appointed to multiple year terms may be replaced at the discretion of the President Elect at the end of any year during which they have not attended at least half of the regularly scheduled meetings of the council/committee. Consideration should be given to unavoidable circumstances causing non attendance. Those appointed to serve an unexpired term should be informed of the remaining term of their appointment when asked to serve.~~

#### Section 8. Ex Officio Members

~~The President shall be an ex officio member of all councils except Past Presidents. The President Elect shall be invited to attend meetings of all councils except Past Presidents.~~

Article IX: Move section to a TMAA Policies and Procedures Manual (see attached). Merging council/committee structure aligns with current practices as some councils no longer function and simplifies workings of the organization.

### Article X. Committees

#### Section 1. Standing Committees

~~Standing Committees shall be: Advisory, ALLMED, Finance, Future Planning, Membership, Nominating, Past Presidents, and TEXPAC, and Bylaws. The composition and activities of committees shall be set forth in the policies and procedures.~~

- ~~A. Committee chairs shall be appointed according to the provisions in Article VIII, Section 3.~~
- ~~B. The composition and purpose of each committee shall be established in its guidelines except for the following provisions of these bylaws:~~
  - ~~1. The Advisory Committee shall consist of the three living most immediate Past Presidents with the immediate Past President as chair.~~
  - ~~2. The ALLMED Committee may consist of Alliance members of the ALLMED host city. The chair shall be appointed by the TMA Alliance president after suggested names for appointees are presented by the county president who will be in office during the ALLMED year.~~
  - ~~3. The Finance Committee shall consist of a chair who shall be the Vice President of Fiscal Affairs and six additional members: the Vice President Elect of Fiscal Affairs, the immediate Past President, and four appointed members who shall serve rotating two year terms. Two members shall be appointed each year by the incoming President. The nominated President Elect shall be invited to the meeting of the committee. A subcommittee, chaired by the current Vice President of Fiscal Affairs, which shall include but not be limited to, the immediate past, current and incoming Presidents, and the Vice President Elect of Fiscal Affairs, shall convene prior to Fall Conference for the purpose of working out details of a proposed budget to be presented for the approval of the board.~~

4. ~~The Future Planning Committee shall consist of a chair and eight additional members. At least one member shall be a Past President. The term of membership shall be three (3) years. Three members shall be appointed annually by the President to replace the retiring members. A returning member of the committee nominated to be Vice President of Future Planning shall serve as chair.~~

Article X, Section 1: Move section to a TMAA Policies and Procedures Manual (see attached). Merging council/committee structure aligns with current practices. And allows more flexibility as board can make changes to policies and procedures without approval at ABM.

#### Section 2. Ex Officio Members

~~The President shall be a member ex officio of all committees except Nominations. The President-Elect shall be invited to attend meetings of all committees except Nominations.~~

Article X, Section 2: Move section to a TMAA Policies and Procedures Manual (see attached) as part of committee descriptions.

#### Section 3. Joint TMA-TMAA Committees/Councils

- A. The Physicians Benevolent Fund Committee shall be composed of at least one member of the TMA Finance Committee and at least three members of the TMA Alliance recommended by the Alliance. The chair of the TMA Board of Trustees shall designate annually the chair of the Physicians Benevolent Fund Committee. Members shall be appointed annually, by the Board chair, for one-year terms, and shall be eligible for continued reappointment. Nominations for up to nine members of the committee, ~~including a recommendation for chair,~~ shall be submitted annually by the TMA Alliance.
- B. The Council on Health Promotion shall plan and oversee programs and activities that enable TMA, TMA Alliance, and the TMA Foundation to improve the health of all Texans. The council shall be composed of nine TMA member physicians, three Alliance members, and three members representing the TMA Foundation, one of whom shall be a public member of the TMA Foundation Board of Trustees.

**Staff:** 3.A. updated to reflect current practices.

### Article XI. Fiscal Requirements of the Alliance

#### Section 1. Financial Status

This Alliance is a nonprofit association duly established under Section 501(c) (6) of the United States Internal Revenue Code.

#### Section 2. Fiscal Year

The fiscal year shall be from January 1 through December 31.

### Section 3. Accounts ~~and Audits~~

- ~~A. The books and accounts of the Alliance shall be kept in accordance with generally accepted accounting principles or other comprehensive basis of accounting and shall be audited annually by a certified public accountant.~~
- B. A copy of the audited financial report shall be sent to TMAA Board of Directors.

Article XI, Section 3:

- A. Language clean-up to align with current practices.
- B. TMAA no longer has a separate audit. TMAA's bank account is included under TMA accounts, so is included in the TMA annual audit.

### Section 4. General Operating Account

- A. The fund of the Alliance shall be the General Operating Account.
- B. The ~~General Operating Account annual~~ budget shall be presented to and voted on adopted and governed by the Alliance Board of Directors ~~as follows: at its meeting in the fall.~~
  - ~~a. General operating budget: Fall Conference Board of Directors meeting.~~
  - ~~b. All conference line item budgets shall be sent in a timely manner to the TMAA Finance Committee and Board of Directors for approval.~~
- C. ~~Unbudgeted or over budget expenses must be ratified by the Board of Directors.~~

Article XI, Section 4

- B: Language clean-up and to align with current practices, i.e., line-item budgets no longer sent for approval.
- C. General Operating Account procedures outlined in Standing Rules.

### Section 5. Contingency

The Alliance shall maintain a contingency reserve of not less than one-third of annual expenses/budget of the ~~General Fund~~ TMA Alliance.

Article XI, Section 5: TMAA no longer has a contingency fund. Suggest moving this bullet, with language updated to align with current practices, to Section 4, General Operating Account.

**Staff:** discussed with TMA accounting dept. Recommend retaining "contingency fund" language, also language clean-up to follow standard non-profit practices.

### Article XII. TMA Alliance Headquarters and Staff

Alliance headquarters offices are located in the TMA building at 401 West 15th St., Austin, Texas, 78701-1680 through the courtesy of the Texas Medical Association. The Alliance staff shall be members of the staff of the Texas Medical Association assigned to work with the Alliance.

### Article XIII. Parliamentary Authority

The Alliance may adopt policies and procedures (P&Ps) to guide its activities, provided that such P&Ps shall not conflict with these bylaws. These P&Ps may be suspended or amended by a majority vote of those present and voting at the Annual Business Meeting or by a two-thirds vote of those present and voting at a meeting of the Board of Directors, where a quorum is present.

The rules contained in Roberts Rules of Order, Newly Revised shall govern all proceedings of the Alliance to which they are applicable and in which they are not inconsistent with ~~these~~ the Alliance bylaws and P&Ps.

### Article XIV. Amendments

The bylaws may be amended at the Annual Business Meeting by a two-thirds vote of all members of the personnel of voters present and voting, previous notice having been given. Proposed amendments as prepared by the ~~Revisions/Guidelines~~ Bylaws Committee shall be made available to the local county alliance chapters no less than thirty (30) days prior to the Annual Business Meeting

Article XIV: A Revisions/Guidelines Committee is not included anywhere in the bylaws. Change this to Bylaws Committee for annual bylaws review. A reference to the Bylaws Committee has also been added in Article X (above) and in the Policies and Procedures for Committees (below).

Language clean-up as not all alliances are by county.

### Article XV. Disposition of Assets

All of the property of the corporation and accumulations thereof shall be held and administered to effectuate the purposes of the corporation. In the event of the liquidation, dissolution, or winding up of the corporation, whether voluntary or involuntary, or by operation of law, the assets and properties of the corporation shall be distributed and disposed of by the Board of Directors of the corporation in furtherance of exempt purposes to a nonprofit charitable, educational, or scientific organization which is itself exempt or to the State of Texas.

## Policies and Procedures Standing Rules

Amended May 2023

1. Membership ~~files~~ records shall be maintained in the headquarters office by the Alliance staff.
2. A registration fee may be paid by all attending TMAA meetings and conferences with the exception of any nonmember speaker(s), and non-attendee host Alliance volunteers.
3. ~~The names of Deceased Alliance members shall be printed in the Annual Business Meeting program, and the names shall be read aloud~~ recognized during the Annual Business Meeting with followed by a moment of silence.
4. A board member wishing to resign before the term of office expires must submit a resignation in writing to the President and Executive Director.

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| <ol style="list-style-type: none"><li>1. Language update to align with current practices, i.e., paper files no longer kept.</li><li>3. Because the program is printed in advance of ALLMED, TMAA may not receive names of deceased members ahead of the print deadline. This language provides more flexibility for recognition.</li></ol> |
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## Policies and Procedures for ~~Standing Rules on~~ Dues

1. Current state dues are as follows:
  - a. Regular active members are fifty dollars (\$50).
  - b. ~~Member widows/widowers~~ Widowed spouses are ten dollars (\$10).
  - c. Retired physicians' spouses/partners are twenty-five dollars (\$25).
  - d. Resident physicians and their spouses/partners are free (\$0).
  - e. Medical students and their spouses/partners are free (\$0).

|                                 |
|---------------------------------|
| <h3>Standing Rules on Dues</h3> |
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| <ol style="list-style-type: none"><li>1b: Language alignment if bylaws language change for member category is adopted.</li></ol> |
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## Policies and Procedures for ~~Standing Rules on~~ Reimbursement

1. President & President-Elect
  - a. The President and President-Elect shall have a ~~budgeted discretionary fund~~ which shall cover ~~office~~ expenses and travel when officially representing the Alliance, including meetings of the Board of Directors.
  - b. The President and President-Elect shall be reimbursed to the maximum budgeted amount as expenses are incurred.
  - c. The President and President-Elect shall present an itemized report of expenses with receipts to the Executive Director. Expenses shall be reimbursed as incurred.

- d. The President or President-Elect may designate a member of the Board of Directors to travel on official Alliance business in their place, in which case the above reimbursement policies shall apply.
2. Immediate Past President  
The Immediate Past President shall present an itemized ~~voucher~~ report, with receipts, for expenses and travel related to AMAA Convention attendance. Reimbursement shall not exceed budgeted amount.
3. ~~Vice Presidents, Other Officers,~~ Other Members of the Board of Directors and Committee Chairs
  - a. ~~The Vice Presidents, other officers~~ Other members of the Board of Directors and committee chairs may request reimbursement to cover prior approved ~~office~~ expenses and will be reimbursed upon submission of receipts. Reimbursement shall be at the discretion of the Executive Director.
  - b. ~~Resource Liaisons shall have a budgeted fund. Resource Liaisons must present receipts to the Executive Director for reimbursement. Reimbursed amounts shall not exceed budgeted amount.~~
4. Alliance Executive Director
  - a. The Alliance Executive Director shall have a budget to cover expenses incurred while on official Alliance business including ALLMED, local alliance ~~county~~ travel, and planning meetings.
  - b. The Alliance Executive Director shall be reimbursed upon submission of receipts.  
Reimbursement shall not exceed budgeted amounts.
5. Reimbursement Procedures

#### Standing Rules on Reimbursement

1a and 3a: Language clean-up to broaden beyond office expenses.

Staff:

1a: recommendation based on discussion with accounting dept.

1d: to allow other board members to travel in lieu of the president or president-elect – mainly due of the size of the state and the difficulties of traveling for presidents who live in rural areas.

2: Language clarification to align with current practices.

3b: Special mention not needed as Resource Liaisons do not have approved expenditures under current practice.

4a. Change from “county” to “local alliance.”

5a: Language update to align with current practices and to have expenses submitted in a timely manner for budget tracking.

5b: Vouchers no longer used and travel reimbursement is outlined earlier in the section.



- a. All ~~vouchers~~ for expenses must be submitted to the Executive Director for approval and payment ~~as soon as possible within the current fiscal year~~ 30-60 days after incurred, except if necessary to fall within the current fiscal year.
- b. ~~For travel reimbursement, a travel expense record must also be included with the vouchers.~~

#### Policies and Procedures for ~~Standing Rules on~~ Expenditures for Meetings

1. An appropriation shall be budgeted each year to cover Alliance planning meetings, special and planned meetings called by the President, with expenditures being made at the discretion of the President and only with the President's approval.
2. Alliance members other than the President, and the President-Elect, ~~and the APT Representative~~ shall attend the Board of Directors meetings at their own expense.
3. ~~County presidents, presidents elect or other county level representatives may receive a stipend to attend TMAA related educational opportunities as budgeted funds allow. Stipends are limited to two stipends per county per fiscal year.~~

Standing Rules on Expenditures for Meetings: No budgeted funds for these purposes so delete.

#### Policies and Procedures for ~~Standing Rules on~~ Travel Reimbursement

Transportation allowance, including ground transportation where needed, shall be determined by one of the following methods:

1. Plane: Economy, coach, or lowest possible fare.
2. Ground transportation: The most economical form of transportation shall be used. If using personal vehicle, reimbursement shall be provided based on the Internal Revenue Service mileage rate allowance. If personal transportation is not available to destination city, car rental will be allowed. Parking and toll charges will be allowed.

#### Policies and Procedures for ~~Standing Rules on~~ Special Expenditures

1. Upon the death of a past TMAA president ~~or spouse~~, a gift of one hundred dollars (\$100) shall be made to one of the philanthropic funds of ~~the Alliance~~ TMA chosen by the family of the deceased.
2. A donation of no less than \$1,000 shall be made each year to The Physicians Benevolent Fund.

Standing Rules on Special Expenditures: Language clarification and to align with TMA practices of honoring past president. Also, TMAA no longer has its own philanthropic funds, so families would chose one of TMA's funds.

#### Policies and Procedures for ~~Standing Rules on~~ Unbudgeted Funds

1. ~~The accumulated unbudgeted funds (fund balance) may be used for education, philanthropy, or special projects of the alliance as approved by a committee composed of the immediate Past President and the Finance Committee.~~

2. All changes in or additions to the budget shall be approved or ratified by the Board of Directors at a meeting prior to or immediately following such additions or changes.
3. The President is authorized by the Board of Directors to approve additions to the budget in the amount of \$2,000 or less. The Board of Directors at its next meeting shall ratify such changes or additions.
4. Changes to or additions to the budget in excess of \$2,000 shall be referred to the Finance Committee for study and a recommendation made to the Board of Directors for its consideration.

#### Standing Rules on Unbudgeted Funds

1. TMAA no longer has Unbudgeted Funds – only the General Operation Account and the investments.

Staff: Unbudgeted Funds no longer managed by committee, instead as outlined in 2-4 above.

3. TMAA Board of Directors recommended change from \$500 to \$2,000 because of increased cost of doing business. (Staff: approved in May 2024, change made)

4. TMAA Board of Directors recommended change to align with change in #3. (Staff: approved in May 2024, change made)

#### Policies and Procedures for ~~Standing Rules on~~ Investments

1. The ~~Board of Directors shall determine the investment policy of the Alliance~~ shall follow the guidelines of the TMA investment policy.
2. ~~The President and/or the Treasurer are authorized to invest and reinvest funds of the Alliance or to withdraw funds from investment.~~

Standing Rules on Investments: Language change to align with current procedures.

#### Policies and Procedures for Local Chapters

1. Chapter organizations may be formed in a county or neighboring counties where a medical society exists or in an area without an existing county medical society. Large counties or metro areas may form multiple alliance chapters.

2. Petition for establishment of local chapters must be approved by the TMAA President and the Board of Directors.

3. Local chapters may adopt their own bylaws, provided those bylaws align with the bylaws and purposes of the TMA Alliance.

4. Except for the Lone Star Medical Alliance, local chapter names shall consist of the city, county, or other description of the geographic area, the word “medical,” plus alliance, such as Travis County

Medical Alliance. TMAA will create its logo, which shall follow TMAA branding guidelines.

5. Membership categories shall mirror those of TMAA, as outlined in the TMAA Bylaws.

6. Alliance chapters may be formed by medical student and resident physician spouse/partner groups wherever they exist within the state of Texas. Membership in such a chapter shall not preclude membership in a local alliance.

## Policies and Procedures for Committees

Standing Committees shall be Advisory, Finance, Future Planning, Membership, Nominating, Past Presidents, TEXPAC, Bylaws, and ALLMED.

A committee shall serve as a conduit for ideas and a starting point for action in areas indicated by its name and as outlined below. Except where provided otherwise, committee chairs and members shall be appointed according to the provisions in Article VIII, Section 3, of the TMAA Bylaws. Where committee members' terms exceed one year, appointments shall be made on a rotating basis to promote overlapping terms.

Committee meetings will be scheduled by the chair as needed to ensure the effective functioning of the organization.

The President shall be a member ex officio of all committees except Nominations. The President-Elect shall be invited to attend meetings of all committees except Nominations.

**1. Advisory Committee:** This committee shall consist of the three most recent past presidents who are willing and able to serve. The most recent past president of the three shall chair the committee.

**2. Finance Committee:** This committee shall consist of the Vice President of Fiscal Affairs, who chairs the committee, and six additional members: the Vice President-Elect of Fiscal Affairs, the President-Elect, the President, the Immediate Past President, and two appointed members who serve two-year terms.

**3. Future Planning Committee:** This committee shall consist of a chair and at least seven additional members, including at least one past president. Other than the chair, members shall serve two-year terms. The Vice President of Future Planning shall serve as chair.

**4. Membership Committee:** This committee shall be chaired by the Vice President of Membership. The Vice President-Elect of Membership shall serve as vice chair. Other members, appointed annually by the President, shall include three to seven Resource Liaisons and, if possible, a resident physician spouse.

**5. Nominating Committee:** See Article VIII, Section 1 of the TMAA Bylaws.

**6. Past Presidents Committee:** This committee shall consist of all past presidents able and willing to serve in an advisory role to help preserve continuity in the organization and serve as a resource of experience to current Alliance leaders. This group typically meets once annually under the leadership of the Immediate Past President. The Immediate Past President is charged with planning

and hosting an annual Past Presidents' Dinner in conjunction with ALLMED. .

**7. TEXPAC Committee:** This committee shall consist of the Alliance delegation to TEXPAC and is chaired by the Vice President of Legislative Affairs. The chair shall assist the President in nominating Alliance members, which may include the President and the Vice President of Legislative Affairs, to serve in the TMAA positions within TEXPAC (e.g., the TEXPAC Board of Directors, Executive Committee, Alliance Committee, and Candidate Evaluation Committee).

**8. Bylaws Committee:** This committee shall consist of a chair and six additional members. Other than the chair, members shall serve two-year terms. The committee shall be chaired by the President-Elect. The committee shall review and consider amendments to the bylaws, policies and procedures, or other governing documents, as recommended by the Future Planning Committee, the Board of Directors, or on its own initiative.

**9. ALLMED Committee:** This committee may consist of Alliance members of the ALLMED host city, the previous year's host city, and the TMAA Board of Directors. The committee shall plan TMAA's annual conference. The TMAA president, who shall serve as chair of the committee, will appoint committee members from those suggested by the current and past host city Alliance presidents and from the board.

**10. Task Forces (Special Committees):** The President may appoint temporary task forces, as needed, to address specific needs or issues. The task forces must include at least one member of the TMAA Board of Directors.

**Staff:** added provisions on Local Chapters and Committees to Standing Rules.

### **Policies and Procedures for TMA Policies**

TMAA staff shall assist Alliance members in accessing the policies referenced in Article II of the bylaws.

**Staff:** Added a new section to assist TMAA members in locating the policies referenced in Article II of the bylaws.

### **Amendment**

The policies and procedures ~~standing rules~~ may be amended or suspended:

1. ~~at any regular business session without previous notice~~ the Annual Business Meeting by a majority vote of those present and voting, ~~or~~
2. at a meeting of the Board of Directors by a two-thirds vote of those present and voting with a quorum present; the Board of Directors will report amendments or suspensions at the next Annual Business Meeting.

Amendment: Language update to align with current practices.

Staff: if additional flexibility is wanted to address issues between Annual Business Meetings, could allow board to suspend/amend with a 2/3 vote, with provision that it must be reported at Annual Meeting (to allow the membership to know of and possibly overrule the change).